

# GATX

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA  
CHICAGO, IL 60606  
312-621-6200

RECORDATION NO. *4451-1* Filed 1425

MAY 31 1984 2 10 PM  
May 23, 1984

LAW DEPARTMENT

Secretary of the Interstate  
Commerce Commission INTERSTATE COMMERCE COMMISSION  
Washington, D.C. 20006

RE: General American Transportation Corporation  
Equipment Trust Series 64

NO *4-152A025*  
MAY 31 1984  
Date.....  
Fee \$ *10.00*  
ICC Washington, D. C.

Gentlemen:

I am counsel to GATX Corporation and General American Transportation Corporation.

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of April 30, 1984, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$10.00 to cover the filing and recordation fees.

The Trust Agreement was first recorded in the office of the Secretary of the Interstate Commerce Commission on July 27, 1967 under Recordation No. 4451.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (Primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said agreements are:

Citibank, N.A.  
5 Hanover Square  
New York, New York 10043  
Attn: Ronald L. Pierce

GATX Corporation  
120 South Riverside Plaza  
Chicago, Illinois 60606  
Attn: R. S. Connors

If you have any questions, feel free to call me at (312) 621-6593.

Very truly yours,

*Elizabeth D. H. Bassel*  
Elizabeth D. H. Bassel

Encls:

EDHB/wk  
#3989D

*Copy sent to Secretary General*

**Interstate Commerce Commission**

**Washington, D.C. 20423**

**5/ 31/84**

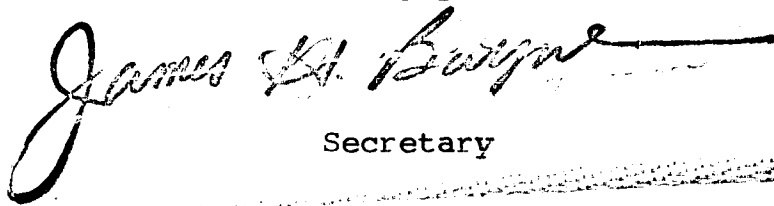
**OFFICE OF THE SECRETARY**

**Elizabeth D.H.Bassel  
GATX Corp.  
120 South Riverside Plaza  
Chicago, Ill.60606**

**Dear Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **5/31/84** at **2:10pm** and assigned re-recording number(s). **4451-I,5887-K, 9375-A**

Sincerely yours,

  
Secretary

Enclosure(s)

EXECUTED IN 6 COUNTERPARTS OF  
WHICH THIS IS COUNTERPART NO. 2

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 64

RECORDATION NO. 4451 Filed 1225

MAY 31 1984 2 10 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF APRIL 30, 1984  
TO EQUIPMENT TRUST AGREEMENT DATED AS OF AUGUST 1, 1967

BY AND BETWEEN

CITIBANK, N.A., TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of April 30, 1984 by and between Citibank, N.A., as Trustee, and GATX Corporation, a New York corporation, formerly known as General American Transportation Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of August 1, 1967 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 64, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20 of the Interstate Commerce Act on July 27, 1967, Recordation No. 4451; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

5

NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of April 30, 1984.

CITIBANK, N.A., TRUSTEE

By: E. Gilman

ATTEST:

[Signature]

GATX CORPORATION  
(FORMERLY KNOWN AS GENERAL AMERICAN  
TRANSPORTATION CORPORATION)

By: James R. [Signature]

ATTEST:

[Signature]  
Assistant Secretary

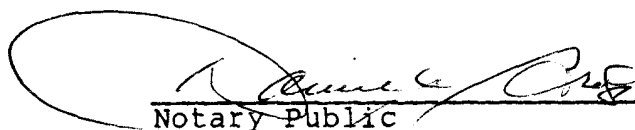
3788D

STATE OF New York )

) SS.:

COUNTY OF New York )

On this 8th day of MAY, 1984, before me personally appeared E. GIBBONS, to me personally known, who, being by me duly sworn, says that he is a Senior Trust Officer of Citibank N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said BANK by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

DANIEL C. BROWN, JR.  
Notary Public, State of New York  
No. 41-4644153  
Qualified in Queens County  
Certificate Filed in New York County,  
Commission Expires March 30, 1985

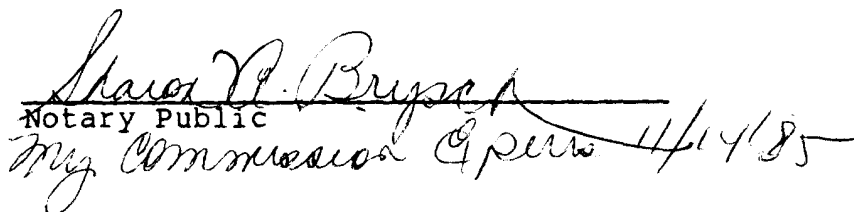
\* \* \* \* \*

STATE OF ILLINOIS)

) SS.:

COUNTY OF COOK )

On this April 24, 1984, before me personally appeared James R. Coulter, to me personally known, who, being by me duly sworn, said that he is Treasurer of GATX Corporation, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public  
My Commission Expires 4/14/85

3791D

SCHEDULE 1  
GENERAL AMERICAN TRANSPORTATION CORPORATION  
EQUIPMENT TRUST - SERIES 64  
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 103A-W	8,000	GATX 81063.	\$11,474.00	\$12,446.00	\$ 12,446.00	4-1959	-1959
1 Tank Car	DOT 103AL-W	10,000	GATX 54803.	13,595.00	13,353.00	13,353.00	7-1958	-1958
5 Tank Cars	DOT 103B-W	10,000	GATX 81562, 81576, 81581, 81584, 81597.	12,622.00	15,033.00	75,165.00	1-1961	-1961
1 Tank Car	DOT 103C-W	8,000	GATX 71125.	18,516.00	16,359.00	16,359.00	3-1957	3-1957
1 Tank Car	DOT 103E-W	8,000	GATX 71134.	18,728.00	16,546.00	16,546.00	3-1957	3-1957
2 Tank Cars	DOT 105A100-W	11,000	GATX 72544, 72548.	12,755.00	11,025.00	22,050.00	1-1958	1-1958
1 Tank Car	DOT 105A300-W	10,800	GATX 72100.	12,553.00	11,090.00	11,090.00	4-1957	4-1957
1 Tank Car	DOT 105A300-W	11,000	GATX 72284.	11,104.00	9,810.00	9,810.00	8-1957	8-1957
1 Tank Car	DOT 105A300-W	11,000	GATX 72524.	11,104.00	9,810.00	9,810.00	10-1957	10-1957
1 Tank Car	DOT 105A500-W	3,100	GATX 32329.	10,101.00	10,956.00	10,956.00	4-1959	4-1959
1 Tank Car	DOT 105A500-W	10,800	GATX 83032.	12,474.00	12,081.00	12,081.00	2-1959	2-1959
1 Tank Car	DOT 111A100-W-2	10,000	GATX 83098.	13,055.00	12,823.00	12,823.00	4-1958	4-1958
1 Tank Car	DOT 111A60-W-1	10,000	GATX 79289.	10,637.00	9,194.00	9,194.00	2-1958	2-1958
1 Tank Car	DOT 111A60-W-1	10,000	GATX 80405.	11,371.00	11,169.00	11,169.00	6-1958	6-1958
1 Tank Car	ICC 105A500-W	10,800	GATX 59888.	16,053.00	26,154.00	26,154.00	1-1967	1-1967
2 Tank Cars	ICC 105A500-W	10,800	GATX 59894, 59896.	16,053.00	26,154.00	52,308.00	2-1967	2-1967

SCHEDULE 1

GENERAL AMERICAN TRANSPORTATION CORPORATION  
EQUIPMENT TRUST - SERIES 64

CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
2 Tank Cars	ICC 105A500-W	10,800	GATX 59989, 59990.	\$16,015.00	\$27,042.00	\$ 54,084.00	12-1966	12-1966
1 Tank Car	ICC 105A500-W	10,800	GATX 82086.	16,545.00	27,936.00	27,936.00	8-1966	3-1966
2 Tank Cars	ICC 105A500-W	10,800	GATX 83374, 83375.	15,854.00	26,770.00	53,540.00	9-1966	9-1966
6 Tank Cars	ICC 105A500-W	10,800	GATX 83376, 83378, 83380-83383.	15,854.00	26,770.00	160,620.00	8-1966	8-1966
1 Tank Car	ICC 111A100-W-1	12,500	GATX 99769.	19,190.00	32,403.00	32,403.00	10-1966	10-1966
1 Tank Car	ICC 111A100-W-1	12,500	GATX 99771.	19,190.00	32,403.00	32,403.00	11-1966	11-1966
1 Tank Car	ICC 111A100-W-1	20,000	GATX 98773.	14,051.00	23,725.00	23,725.00	10-1966	10-1966
4 Tank Cars	ICC 111A100-W-2	12,500	GATX 98302, 98321, 98328, 98329.	12,786.00	20,831.00	83,324.00	2-1967	2-1967
1 Tank Car	ICC 111A60-W-1	10,000	GATX 81751.	10,548.00	17,810.00	17,810.00	12-1966	12-1966
1 Tank Car	ICC 111A60-W-1	10,000	GATX 86561.	15,049.00	25,410.00	25,410.00	8-1966	8-1966
1 Tank Car	ICC 112A340-W	33,500	GATX 97858.	19,163.00	32,357.00	32,357.00	10-1966	10-1966

\$864,926.00



SCHEDULE II

GENERAL AMERICAN TRANSPORTATION CORPORATION  
EQUIPMENT TRUST - SERIES 64

CARS TO BE SUBSTITUTED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
2 Tank Cars	DOT 111A100-W-1	12,500	GATX 69360, 69367.	\$42,999.00	\$42,885.00	\$ 85,770.00	9-1980	9-1980
15 Tank Cars	DOT 111A100-W-1	18,000	GATX 58070-58074, 58076, 58077, 58079, 58081, 58082, 58085-58088, 58091.	46,494.00	46,370.00	695,550.00	9-1980	9-1980
1 Tank Car	DOT 111A100-W-1	20,000	GATX 24147.	40,583.00	40,475.00	40,475.00	9-1980	9-1980
1 Tank Car	DOT 111A100-W-1	30,000	GATX 50612.	43,301.00	43,186.00	43,186.00	9-1980	9-1980
19						\$864,981.00		